



**Unanimous Written Consent
(UWC 2024-0226)
of the Board of Directors
of TPC Holdings, Inc.**

Dated as of February 26, 2024

THE UNDERSIGNED, being all of the members of the Board of Directors (the “Board”) of TPC Holdings, Inc., a Delaware corporation (the “Company”), do hereby waive any and all requirements for the calling, giving notice and holding a special meeting of the Board, and in lieu thereof, do hereby act without a meeting by unanimous written consent, and adopt the Action Taken by Written Consent (UWC 2024-0226) attached hereto, with the same force and effect as if adopted at a duly convened meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned have adopted the resolutions attached hereto as of the date indicated above.

DocuSigned by:

Christopher DiSantis

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Christopher DiSantis

DocuSigned by:

Ed Dineen

2333072FF5B440B...

Edward J. Dineen

DocuSigned by:

Patrick Bartels

95ACE578458A4E8...

Patrick Bartels

DocuSigned by:

Ellis Jones

AB6D781D11364E2...

Ellis Jones

DocuSigned by:

Brian Coffman

F0E7F0C748C6476...

Brian Coffman

DocuSigned by:

Sean Mulroy

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Sean Mulroy

**ACTION TAKEN BY WRITTEN CONSENT
(UWC 2024-0226)
of the Board of Directors
of TPC Holdings, Inc.**

Approval of Plea Agreement

WHEREAS, TPC Holdings, Inc. is authorized to make managerial decisions for TPC Group LLC (the “**Company**”) because TPC Holdings, Inc. serves as the manager of the Company.

WHEREAS, the Board of Directors of TPC Holdings, Inc. has been briefed on the investigation conducted by the United States Department of Justice, Environmental Crimes Section and the United States Attorney’s Office for the Eastern District of Texas into the November 27, 2019 incident at the Company’s Port Neches facility;

WHEREAS, TPC Group LLC, acting through counsel, has engaged in plea negotiations with United States Department of Justice, Environmental Crimes Section and the United States Attorney’s Office for the Eastern District of Texas, which has resulted in a Plea Agreement acceptable to the Company and to the United States;

WHEREAS, the United States of America will be filing a bill of information, charging the Company with one felony violation of 42 U.S.C. § 7413(c)(1) and 40 C.F.R. § 68.69(a);

WHEREAS, the terms of the Plea Agreement reached between the Company and the United States of America require the Company to plead guilty to one felony violation of 42 U.S.C. § 7413(c)(1) and 40 C.F.R. § 68.69(a), and the entry of this plea may require the Company to make certain representation and commitments binding the Company;

NOW, THEREFORE, the Board adopts the following resolutions in connection with and in furtherance of the foregoing:

RESOLVED, that Patrick Hurt, Vice President and General Counsel (the “**Authorized Person**”), is hereby authorized to waive indictment, execute the Plea Agreement on behalf of the Company, make court appearances on behalf of the Company, enter a plea of guilty on behalf of the Company to one felony violation of 42 U.S.C. § 7413(c)(1) and 40 C.F.R. § 68.69(a), and to sign all documents necessary to carry out the terms of the Plea Agreement; and further

RESOLVED, that the Authorized Person, is hereby authorized to appear at sentencing on behalf of the Company, and to sign all documents necessary to carry out the terms of the Plea Agreement; and further

General Resolutions

RESOLVED, that all actions heretofore taken by the Authorized Person of the Company in connection with any matter referred to in the foregoing resolutions are hereby approved, ratified and confirmed in all respects; and further

RESOLVED, that the Authorized Person is hereby authorized and directed to do and perform, or cause to be done and performed, on behalf of the Company, all such acts, deeds and things and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Company as each such person

may deem necessary or advisable to carry out the intent and purpose of the foregoing resolutions, such execution, delivery, performance and taking of such actions to constitute conclusive evidence of such person's approval of the necessity and advisability of such action; and further

RESOLVED, that the Authorized Person is hereby authorized to certify and deliver, on behalf of the Company, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such person, a true copy of the foregoing resolutions; and further

RESOLVED, that this unanimous written consent may be executed in counterparts, any of which may be delivered via facsimile or by other electronic means, each of which shall be deemed an original and all of which, taken together, shall constitute one instrument.

DATED: February 26, 2024